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**DONELAN, CLEARY, WOOD & MASER, P.C.**

ATTORNEYS AND COUNSELORS AT LAW

SUITE 750

1100 NEW YORK AVENUE, N.W.  
WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

TELECOPIER: (202) 371-0900

July 17, 1995

RECORDATION NO. 16129-L, M, & N FILED 1425

JUL 17 1995 - 1 30 PM

Recordation No. 16129-L, M, and N INTERSTATE COMMERCE COMMISSION

Dear Mr. Williams:

On behalf of Wilmington Trust Company, I submit for filing and recording under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder, executed counterparts of three secondary documents, not previously recorded. The first of the three documents is entitled Security Agreement and Trust Indenture Supplement No. 4 and is to be recorded under Recordation No. 16129-L. The second of the two documents is entitled Security Agreement and Trust Indenture Supplement No. 5 and is to be recorded under Recordation No. 16129-M. The third of the three documents is entitled Security Agreement and Trust Indenture Supplement No. 6 and is to be recorded under Recordation No. 16129-N. All three documents are dated as of February 1, 1995 (hereinafter together referred to as "Supplements").

The parties to all three of the enclosed Supplements are:

Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, DE 19890

OWNER TRUSTEE/SECURED PARTY

State Street Bank and Trust Company -  
225 Franklin Street  
Boston, MA 02101

SECURITY TRUSTEE/DEBTOR

The said Supplements each act to change the identification numbers of certain units in Schedule A of that certain Security Agreement and Trust Indenture (as supplemented) dated as of December 15, 1988 between the above parties, filed and recorded with the Interstate Commerce Commission December 30, 1988 under 16129-B.

The units of equipment covered by the Supplements are as identified in Schedule A of each thereof.

A short summary for each of the three Supplements to appear in the ICC Index is as follows:

"Change of identification numbers for some units in  
Security Agreement and Trust Indenture under 16129-B."

Counterparts - 3 Hammers

RECEIVED  
OFFICE OF THE  
CLERK OF THE  
INTERSTATE COMMERCE COMMISSION  
JUL 17 1995  
1 32 PM '95  
RECORDS BRANCH

Enclosed is a check in the amount of sixty-three dollars (\$63.00) in payment of the filing fees.

Once the filings have been made, please return to bearer the stamped counterparts of the documents not required for filing purposes, together with the letter/fee receipt from the ICC acknowledging the filings, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in cursive script, reading "Allen H. Harrison, Jr.", followed by a large, stylized flourish or checkmark-like mark.

Allen H. Harrison, Jr.  
*Attorney for the purpose of this  
filing for Wilmington Trust Company.*

Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

*Enclosures*

8310-020  
BY HAND

16129-N  
RECORDATION NO. 16129-N  
FILED 1025  
JUL 17 1995 - 1 30 PM  
FEDERAL BUREAU OF INVESTIGATION  
U.S. DEPARTMENT OF JUSTICE

**SECURITY AGREEMENT AND TRUST INDENTURE  
SUPPLEMENT NO. 6**

**SECURITY AGREEMENT AND TRUST INDENTURE SUPPLEMENT NO. 6 ("TRUST  
INDENTURE SUPPLEMENT NO. 6")** dated as of February 1, 1995, between WILMINGTON  
TRUST COMPANY, a Delaware banking corporation, not individually but solely as Owner  
Trustee ("Owner Trustee") under RAIL TRUST NO. 88-4, and THE STATE STREET BANK  
& TRUST COMPANY, a national banking association (the "Security Trustee").

**WHEREAS**, Owner Trustee and Indenture Trustee are parties to a Security Agreement  
and Trust Indenture, as supplemented (as supplemented, the "Trust Indenture") dated as of  
December 15, 1988, between Owner Trustee and Indenture Trustee, which was filed and  
recorded with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section  
11303(a) on December 30, 1988, and given Recordation No. 16129-B; and

**WHEREAS**, the Owner Trustee, as Lessor, leased to GE Capital Railcar Associates, Inc.  
(the "Lessee"), as assignee to the interest of Ite Rail Corporation, eight hundred ninety-eight  
(898) units of railroad equipment pursuant to an Equipment Lease Agreement, as supplemented  
(as supplemented, the "Lease"), dated as of December 15, 1988 between the Owner Trustee, as  
Lessor, and the Lessee, which was filed and recorded with the Interstate Commerce Commission  
("ICC") pursuant to 49 U.S.C. Section 11303(a) on December 30, 1988, and given Recordation  
No. 16129 and

**WHEREAS**, the Lease requires the Owner Trustee and the Lessee to file periodic  
supplements to the Lease to reflect changes in the reporting marks of certain of the units of  
Equipment; and

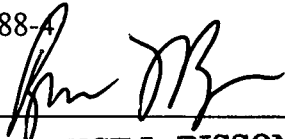
**WHEREAS**, to perfect the security interest granted to the Indenture Trustee under the Trust Indenture, the Trust Indenture requires the Owner Trustee to file periodic supplements to the Trust Indenture to reflect the same changes in reporting marks of certain of the units of Equipment set forth in periodic supplements to the Lease.

**NOW, THEREFORE**, pursuant to the premises and the covenants and promises contained in the Trust Indenture, the parties hereby agree as follows:


1. All capitalized terms used herein shall have the meanings ascribed to them in the Trust Indenture, unless otherwise stated.
2. The Trust Indenture is hereby supplemented as follows:
  - (i) Schedule A attached hereto reflects changes in the reporting marks of certain units of Equipment for the period January 1, 1994 - December 31, 1994.

IN WITNESS WHEREOF, the Owner Trustee and the Indenture Trustee has caused this Indenture Supplement to be executed on their behalf by their respective duly authorized officers.

**WILMINGTON TRUST COMPANY**  
not individually but solely as Owner  
Trustee under  
Rail Trust No. 88-4

By   
Name: **BRUCE L. BISSON**  
Title: **VICE PRESIDENT**

**THE STATE STREET BANK & TRUST  
COMPANY**  
Security Trustee under Rail Trust No.  
88-4

By   
Name: **Ruth A. Smith**  
Title: **Assistant Vice President**

STATE OF DELAWARE )  
 ) SS.  
COUNTY OF NEW CASTLE )

On this 15 day of May, 1995, before me personally appeared Bruce L. Bessard, personally known to me to be the person who executed the within instrument as a Vice President of WILMINGTON TRUST COMPANY, and acknowledged to me that the corporation executed it.

Georgine A. Stanitski  
Notary Public

GEORGINE A. STANITSKI  
NOTARY PUBLIC

My Commission expires August 16, 1995

STATE OF MASSACHUSETTS )  
 ) SS.  
COUNTY OF SUFFOLK )

On this 6th day of June, 1995, before me personally appeared Philip A. Smith, personally known to me to be the person who executed the within instrument as a Assistant Vice President of STATE STREET BANK AND TRUST COMPANY, and acknowledged to me that the corporation executed it.

Brian J. Smith  
Notary Public

My Commission expires April 6, 2001

**SECURITY AGREEMENT AND TRUST INDENTURE  
SUPPLEMENT NO. 6  
TO RAIL TRUST NO. 88-4**

**SCHEDULE A**

**Remarks for Period 1/1/94 to 12/31/94**

<u>Old Recording Mark</u>	<u>Old Car Number</u>	<u>New Recording Mark</u>	<u>New Car Number</u>
PLCX	012455	MMRR	012455
PLCX	012458	MMRR	012458
PLCX	012466	MMRR	012466
PLCX	012478	MMRR	012478
PLCX	012479	MMRR	012479
PLCX	012480	MMRR	012480
PLCX	012482	MMRR	012482
PLCX	012485	MMRR	012485
PLCX	012497	MMRR	012497
PLCX	012499	MMRR	012499
PLCX	012502	MMRR	012502
PLCX	012555	MMRR	012555
PLCX	013921	MMRR	013921
PLCX	013938	MMRR	013938

SECURITY SUPPLEMENT NO. 6  
TO ITEL RAIL TRUST NO. 88-4

SCHEDULE A (Continued)  
Remarks for Period 1/1/94 - 12/31/94

<u>Old Recording Mark</u>	<u>Old Car Number</u>	<u>New Recording Mark</u>	<u>New Car Number</u>
PLCX	012473	MMRR	012473
HS	001858	PLCX	012654
HS	001859	PLCX	012655
HS	001872	PLCX	025575
PLCX	012008	DSRC	012008
PLCX	012011	DSRC	012011
PLCX	012016	DSRC	012016
HS	001856	PLCX	012577
HS	001869	PLCX	025543
HS	001870	PLCX	025554
HS	001871	PLCX	025565
PLCX	012026	CC	005071
PLCX	012515	CC	005072